

Google Inc.  
Form FWP  
February 20, 2014

Filed pursuant to Rule 433

Registration No. 333-174228

Issuer Free Writing Prospectus dated February 20, 2014

Relating to Preliminary Prospectus Supplement dated February 20, 2014

### **Pricing Term Sheet**

#### 3.375% Notes due 2024

Issuer:	Google Inc. (the Company )
Title:	3.375% Notes due 2024 (the Notes )
Security Type:	SEC Registered
Ranking:	Senior unsecured
Listing:	None
Aggregate Principal Amount:	\$1,000,000,000
Maturity Date:	February 25, 2024
Coupon (Interest Rate):	3.375% per annum
Public Offering Price:	99.983% of principal amount, plus accrued interest, if any, from February 25, 2014
Underwriting Discounts:	0.45% of the principal amount
Proceeds Net of Aggregate Underwriting Discount:	\$995,330,000
Yield to Maturity:	3.377%
Spread to Benchmark Treasury:	T + 62.5 bps
Benchmark Treasury:	2.750% due February 15, 2024
Benchmark Treasury Price and Yield:	99-31+ / 2.752%
Interest Payment Dates:	February 25 <sup>th</sup> and August 25 <sup>th</sup> of each year, beginning on August 25, 2014
Interest Payment Record Dates:	February 10 <sup>th</sup> and August 10 <sup>th</sup> of each year
Sinking Fund Provisions:	None
Redemption Provision:	At Company's option, at any time in whole or from time to time in part, at a redemption price the greater of:

100% of the principal amount of the Notes being redeemed or

the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed (exclusive of interest accrued to the date of redemption) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at a rate equal to T +10 bps.

In each case, the Company will pay accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

Trade Date:	February 20, 2014
Settlement Date (T+3):	February 25, 2014
Daycount Convention	30/360
Denominations:	\$2,000 and multiples of \$1,000 in excess thereof
CUSIP/ISIN:	38259P AD4 / US38259PAD42

Ratings\*: Moody's: Aa2 (stable); S&P: AA (stable)

Joint Book-Running Managers: Goldman, Sachs & Co.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Co-Managers: Morgan Stanley & Co. LLC

BNP Paribas Securities Corp.

Credit Suisse Securities (USA) LLC

Barclays Capital Inc.

Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

RBS Securities Inc.

UBS Securities LLC

Wells Fargo Securities, LLC

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and prospectus supplement if you request it by calling or emailing Goldman, Sachs & Co. at 1-866-471-2526 or [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com), Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or Morgan Stanley & Co. LLC at 1-866-718-1649 or [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).**